

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Case No. 14-30315-KRH
THE FREE LANCE-STAR PUBLISHING)	
CO. OF FREDERICKSBURG, VA., <i>et al.</i> ,)	Chapter 11
)	(Jointly Administered)
Debtors.)	
)	

**FIRST INTERIM APPLICATION OF HUNTON & WILLIAMS LLP, COUNSEL FOR
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FEBRUARY 20, 2014, TO MARCH 31, 2014**

Hunton & Williams LLP (“Hunton”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the Free Lance-Star Publishing Co. or Fredericksburg, VA., *et al.* (the “Debtors”), submits this application (the “Application”) for interim allowance of compensation for professional services rendered by Hunton to the Committee for the period February 20, 2014, through March 31, 2014 (the “First Interim Application Period”), and reimbursement of actual and necessary expenses incurred by Hunton during the First Interim Application Period under sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the Eastern District of Virginia (the “Local Rules”) and the Order Pursuant to Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation

Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
Justin F. Paget (VSB No. 77949)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
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*Counsel for the Official
Committee of Unsecured Creditors*

Procedures [Docket No. 142] (the “Interim Compensation Order”). In support of this Application, Hunton represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Monthly Statement pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On January 23, 2014 (the “Petition Date”), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in this chapter 11 case.

3. On February 14, 2014, the United States Trustee for the Eastern District of Virginia appointed the Committee.

4. On February 20, 2014, the Committee engaged Hunton as counsel to represent the Committee in this bankruptcy case. On April 11, 2014, the Court entered its *Order Authorizing the Employment and Retention of Hunton & Williams LLP as Counsel to the Committee of Unsecured Creditors* [D.I. 179] effective as of February 20, 2014.

5. On March 31, 2014, the Court entered the Interim Compensation Procedures Order, which approved the compensation procedures contained within the Interim Compensation Procedures Order (the “Compensation Procedures”).

6. Pursuant to the Compensation Procedures, professionals retained in these cases are authorized to submit monthly fee statements to the Notice Parties (as defined in the Compensation Procedures). Provided that no objection to a monthly fee statement is timely filed, the Debtors are authorized to pay such professional an amount equal to eighty-five percent

(85%) of the fees and one-hundred percent (100%) of the expenses requested in such monthly fee statement.

III. RELIEF REQUESTED

7. Hunton submits this Application (a) for interim allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as bankruptcy counsel for the Committee in this case for the period from February 20, 2014, through March 31, 2014, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Committee during that same period. For the period covered by this Application, Hunton seeks fees for services rendered in the amount of \$165,977.00. For the same period, Hunton seeks actual, reasonable and necessary expenses totaling \$3,682.15.

8. A summary schedule of the time expended by all Hunton professionals and paraprofessionals engaged in the representation of the Committee during the First Interim Application Period is attached hereto as Exhibit A. A summary schedule of hours and fees covered by this Application, categorized by project code is attached hereto as Exhibit B. A summary schedule of the out-of-pocket expenses incurred by Hunton is attached hereto as Exhibit C.

9. During the First Interim Application Period, Hunton provided numerous services to the Committee, including but not limited to (i) advising the Committee in connection with the cash collateral issues and the Debtors' first-day motions; (ii) advising the Committee in connection with the issues related to the bid procedures, auction and proposed sale, and the related adversary proceeding; (iii) analyzing and working with the Debtors concerning sale issues; (iv) investigating the Debtors' assets, liens of secured creditors and potential claims; (v) working to obtain entry of an order granting Hunton's retention as counsel to the Committee; (vi) communicating with the Committee and its members regarding strategies and status of the case;

and (vii) working with the Debtors and other parties in interest to advance the cases toward an exit strategy. In performing services, Hunton has endeavored to ensure that such professionals comply with the Local Rules.

10. Pursuant to the terms of the Interim Compensation Procedures Order, Hunton properly served one monthly fee statement during the First Interim Application Period. In accordance with the Interim Compensation Procedures Order, and as set forth in Local Rule 2106-1, each monthly fee statement included (i) a detailed itemization of the service hours expended by matter and professional and (ii) a summary schedule of hours and fees categorized by project code. The monthly fee statement also included a detailed chronological itemization of the services rendered by each professional and paraprofessional, calculated by tenths of an hour and categorized in accordance with the appropriate project code. Hunton has reduced its request for compensation for non-working travel, if any, to 50% of the normal hourly rate for such professionals.

11. Pursuant to the Interim Compensation Procedures Order, Hunton served on the Notice Parties its first monthly fee statement (the “First Monthly Fee Statement”) on May 8, 2014. In the First Monthly Fee Statement Hunton requested fees in the amount of \$165,977.00 and reimbursement of expenses in the amount of \$3,682.15, for the period of February 20, 2014, through March 31, 2014. In the First Monthly Statement Hunton sought payment of 85% of the fees and 100% of the expenses incurred during the relevant time period. A copy of Hunton’s First Monthly Fee Statement is attached hereto as Exhibit D. The deadline to object to Hunton’s First Monthly Fee Statement is May 29, 2014. To date Hunton has received \$0.00 with respect to the First Monthly Fee Statement.

12. Hunton has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Hunton so that the work has been performed by those most familiar with the particular matter or task and, where attorney involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Hunton has endeavored to coordinate with the other professionals involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Committee. Hunton believes it has been successful in this regard.

13. No agreement or understanding exists between Hunton and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WHEREFORE, Hunton respectfully requests that this Court enter an Order, substantially in the form attached hereto (i) approving this Application, (ii) providing that Hunton be allowed on an interim basis the sum of \$165,977.00 as compensation for reasonable and necessary professional services rendered to the Committee and the sum of \$3,682.15 for reimbursement of actual and necessary costs and expenses incurred for a total of \$169,659.15, (iii) authorizing and directing the Debtors to pay Hunton the outstanding amount of such sums, and (iv) for such other relief as the Court deems proper and just.

Dated: Richmond, Virginia
May 15, 2014

HUNTON & WILLIAMS LLP

/s/ Tyler P. Brown

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Jason W. Harbour (VSB No. 68220)
Justin F. Paget (VSB No. 77949)
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*Counsel for the Official
Committee of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
) Case No. 14-30315-KRH
THE FREE LANCE-STAR PUBLISHING)
CO. OF FREDERICKSBURG, VA., *et al.*,) Chapter 11
) (Jointly Administered)
Debtors.)

**ORDER GRANTING FIRST INTERIM APPLICATION OF HUNTON & WILLIAMS
LLP, COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD FEBRUARY 20, 2014, TO
MARCH 31, 2014**

Upon consideration of the First Interim Fee Application (the “Application”)¹ of Hunton & Williams LLP (“Hunton”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the Free Lance-Star Publishing Co. or Fredericksburg, VA., *et al.* (the “Debtors”) for the period from February 20, 2014, through and including March 31, 2014 (the “First Interim Application Period”); and the Court having reviewed the Application and the monthly fee statement that was served by Hunton during the First Interim Application Period, and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and determining that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

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*Counsel for the Official
Committee of Unsecured Creditors*

appearing therefore,

IT IS HEREBY ORDERED that:

1. The Application is GRANTED.
2. Hunton is allowed interim compensation in the amount of \$165,977.00 and reimbursement of expenses in the amount of \$3,682.15 for the First Interim Application Period as requested in the Application.
3. The Debtors are authorized and directed to disburse to Hunton payment in the amount of the difference between the allowed amounts and the actual monthly payments previously received by Hunton for fees and expenses incurred during the First Interim Application Period.
4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.
6. This Order shall be effective immediately upon entry.

Dated: _____, 2014

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

HUNTON & WILLIAMS LLP

/s/ Tyler P. Brown

Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
Justin F. Paget (VSB No. 77949)
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*Counsel for the Official
Committee of Unsecured Creditors*

LOCAL RULE 9022-1 CERTIFICATION

I, Tyler P. Brown, hereby certify that the foregoing proposed order was served on all necessary parties.

/s/ Tyler P. Brown

EXHIBIT A

PROFESSIONALS RENDERING SERVICES

Name of Professional Person	Position of the Applicant and Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Tyler P. Brown	Partner / Bankruptcy	\$695.00 \$347.50	117.30 1.00	\$81,523.50 \$347.50
Jason W. Harbour	Partner / Bankruptcy	\$585.00	52.90	\$30,946.50
J. C. Chenault, V	Partner / Capital Finance & Real Estate	\$500.00	0.30	\$150.00
Justin F. Paget	Associate / Bankruptcy	\$400.00	112.30	\$44,920.00
Shannon E. Daily	Associate / Bankruptcy	\$365.00	14.30	\$5,219.50
Matthew A. Lambert	Paralegal / Bankruptcy	\$205.00	14.00	\$2,870.00
Total			312.10	\$165,977.00
BLENDED RATE:				\$531.80 per hour

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	20.50	8,283.00
Asset Analysis and Recovery	228.60	121,786.50
Asset Disposition	16.60	10,800.00
Meetings of and Communications with Creditors	27.30	15,329.00
Fee / Employment Applications	10.20	4,463.00
Non-Working Travel	1.00	347.50
Business Operations	1.10	440.00
Financing / Cash Collections	6.20	4,155.00
Claims Administration and Objections	0.60	373.00
TOTAL	312.10	165,977.00

EXHIBIT C

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Online Research	Lexis/Westlaw/PACER	\$3,401.75
Copying		\$247.40
Local Travel - Parking		\$33.00
Grand Total Expenses		\$3,682.15

EXHIBIT D



HUNTON & WILLIAMS LLP
RIVERFRONT PLAZA, EAST TOWER
951 EAST BYRD STREET
RICHMOND, VA 23219-4074
TEL 804-788-8200
FAX 804-788-8218

EIN: 54-0572269

INVOICE SUMMARY-REMITTANCE PAGE

FILE NUMBER: 81406.000002
INVOICE NUMBER: 101073300
DATE: 05/08/2014

CLIENT NAME: OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE FREE LANCE-STAR PUBLISHING CO. OF
FREDERICKSBURG, VA
BILLING ATTORNEY: JASON WILLIAM HARBOUR

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending April 30, 2014 per the attached itemization:

CURRENT INVOICE SUMMARY:

RE: (H&W # 81406.000002) THE FREE LANCE-STAR PUBLISHING CO.

Current Fees:	\$ 165,977.00
Current Charges:	3,682.15
CURRENT INVOICE AMOUNT DUE:	\$ 169,659.15

TO RECEIVE PROPER CREDIT, PLEASE ATTACH REMITTANCE COPY WITH PAYMENT.

FOR BILLING INQUIRIES, PLEASE CALL: 804-788-8200

To Pay By Mail:
HUNTON & WILLIAMS LLP
PO BOX 405759
ATLANTA, GA 30384-5759

To Pay by Wire Transfer or ACH:
Bank: SunTrust Bank, Richmond, VA
Account Name: Hunton & Williams Operating
Account Number: 001458094
ABA Transit: 061000104
Swift Code (International): SNTRUS3A
Information with Wire: File: 81406.000002, Inv: 101073300, Date: 05/08/2014



HUNTON & WILLIAMS LLP
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TEL 804-788-8200
FAX 804-788-8218

EIN: 54-0572269

INVOICE DETAIL

FILE NUMBER: 81406.000002
INVOICE NUMBER: 101073300
DATE: 05/08/2014

CLIENT NAME: OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE FREE LANCE-STAR PUBLISHING CO. OF
FREDERICKSBURG, VA
BILLING ATTORNEY: JASON WILLIAM HARBOUR

RE: (H&W # 81406.000002) THE FREE LANCE-STAR PUBLISHING CO.

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 30, 2014:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/20/2014	S E DAILY	B110	Prepare proposed bylaws for the Office Committee of Unsecured Creditors for The Free Lance-Star and communications with counsel regarding the same	1.00	365.00
02/20/2014	S E DAILY	B110	Prepare Committee's Notice of Appearance	0.40	146.00
02/20/2014	S E DAILY	B110	Revise Committee's proposed bylaws	0.50	182.50
02/20/2014	J F PAGET	B110	Prepare motion for order approving Committee information protocol	2.20	880.00
02/21/2014	T P BROWN	B110	Correspondence with Debtors' counsel regarding objection deadlines	0.10	69.50
02/21/2014	T P BROWN	B110	Work on bylaws	0.30	208.50
02/21/2014	M A LAMBERT	B110	Prepare and file notice of appearance with court and coordinate service and communications with counsel regarding same	0.70	143.50
02/21/2014	J F PAGET	B110	Work on draft of motion to approve Committee information protocol	0.90	360.00
02/21/2014	J W HARBOUR	B110	Analysis of notice of appearance and communications with counsel and paralegal	0.10	58.50
02/24/2014	J F PAGET	B110	Work on draft of Committee by-laws	0.90	360.00
02/24/2014	J F PAGET	B110	Revise agenda for Committee meeting	0.30	120.00

HUNTON & WILLIAMS LLP			INVOICE:	101073300	
CLIENT NAME:	OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF		DATE:	05/08/2014	
FILE NUMBER:	81406.000002		PAGE:	2	
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/24/2014	J F PAGET	B110	Draft confidentiality agreement with Debtors for sharing of information	1.00	400.00
02/24/2014	J W HARBOUR	B110	Analysis of outstanding issues including schedules and statements and communications with counsel	1.50	877.50
02/24/2014	J W HARBOUR	B110	Analysis of bylaws and related issues and communications with counsel	0.30	175.50
02/25/2014	T P BROWN	B110	Review hearing agenda	0.10	69.50
02/25/2014	J W HARBOUR	B110	Analysis of issues concerning information access motion and related matters	0.20	117.00
02/25/2014	J W HARBOUR	B110	Analysis of utility order issues and communications with counsel and counsel to the debtor	0.20	117.00
02/25/2014	J W HARBOUR	B110	Analysis of confidentiality agreement issues and communications with counsel	0.10	58.50
02/26/2014	J W HARBOUR	B110	Call with counsel to Sandton and communications with counsel	0.10	58.50
02/26/2014	J W HARBOUR	B110	Analysis of issues concerning non-trade claims and related matters and communications with counsel	0.10	58.50
02/26/2014	J F PAGET	B110	Analyze agenda for 2/27 hearing	0.10	40.00
02/27/2014	J W HARBOUR	B110	Analysis of pleadings and docket entries	0.10	58.50
02/27/2014	J W HARBOUR	B110	Analysis of issues concerning customer programs and communications with counsel	0.10	58.50
02/28/2014	T P BROWN	B110	Review emails regarding 341 meeting results	0.20	139.00
02/28/2014	S E DAILY	B110	Attend Free Lance-Star 341 Meeting	1.00	365.00
02/28/2014	S E DAILY	B110	Correspondence with counsel regarding 341 meeting results	0.30	109.50
02/28/2014	J W HARBOUR	B110	Analysis of 341 meeting issues and communications with counsel	0.10	58.50
03/02/2014	J W HARBOUR	B110	Analysis of outstanding issues and communications from counsel to DSP and counsel to the Debtors	0.10	58.50
03/03/2014	J F PAGET	B110	Analyze case management motion	0.60	240.00

HUNTON & WILLIAMS LLP				INVOICE:	101073300
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FILE NUMBER: 81406.000002				PAGE:	3
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/05/2014	J W HARBOUR	B110	Analysis of issues concerning confidentiality agreement and communications with counsel and PBGC	0.20	117.00
03/06/2014	J W HARBOUR	B110	Analysis of confidentiality agreement and communications with counsel to the Debtor	0.20	117.00
03/12/2014	J W HARBOUR	B110	Analysis of outstanding issues and call with counsel to Committee member	0.30	175.50
03/17/2014	J W HARBOUR	B110	Analysis of information motion issues and communications with counsel	0.20	117.00
03/17/2014	J W HARBOUR	B110	Review of motion to appear telephonically filed by DSP	0.10	58.50
03/17/2014	M A LAMBERT	B110	Prepare and file information motion with court and coordinate service and communications with counsel regarding same	0.50	102.50
03/19/2014	J W HARBOUR	B110	Analysis of issues concerning confidentiality agreement and communications with counsel and counsel to the Debtors	0.20	117.00
03/20/2014	M A LAMBERT	B110	Prepare materials regarding upcoming hearing and analyze docket and communications with counsel regarding same	1.50	307.50
03/21/2014	J W HARBOUR	B110	Analysis of agenda for upcoming hearing	0.10	58.50
03/21/2014	M A LAMBERT	B110	Prepare materials regarding upcoming hearing and analyze docket and communications with counsel regarding same	0.50	102.50
03/25/2014	M A LAMBERT	B110	Analyze docket and recent pleadings and prepare materials regarding upcoming hearing and communications with counsel regarding same	1.40	287.00
03/26/2014	J W HARBOUR	B110	Analysis of correspondence to court from counsel to DSP	0.10	58.50
03/26/2014	J F PAGET	B110	Analyze deadlines for responding to Committee filings and adversary proceeding deadlines	0.10	40.00
03/27/2014	J W HARBOUR	B110	Preparing meeting minutes and meeting agenda and communications with counsel	0.60	351.00

HUNTON & WILLIAMS LLP	INVOICE:	101073300
CLIENT NAME: OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF	DATE:	05/08/2014
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/28/2014	M A LAMBERT	B110	Prepare and file opposition to DSP motion to reconsider with court and communications with counsel regarding same	0.60	123.00
03/31/2014	T P BROWN	B110	Review MOR	0.20	139.00
03/31/2014	J W HARBOUR	B110	Analysis of orders entered by the court	0.10	58.50
		TOTAL B110		20.50	
02/20/2014	T P BROWN	B120	Telephone call with Debtors' counsel regarding lien issues	0.50	347.50
02/20/2014	T P BROWN	B120	Telephone call with Suzanne Roski regarding lien issues	0.40	278.00
02/20/2014	T P BROWN	B120	Lien investigation	1.20	834.00
02/20/2014	T P BROWN	B120	Conferences with Jason Harbour and consider case strategy for committee	0.80	556.00
02/21/2014	J F PAGET	B120	Analyze issues concerning perfection of lien in deposit accounts	1.00	400.00
02/24/2014	T P BROWN	B120	Telephone call with Sandton's counsel and related correspondence	1.00	695.00
02/24/2014	T P BROWN	B120	Telephone calls from and to debtors' counsel regarding case and sale strategy	0.50	347.50
02/24/2014	T P BROWN	B120	Review docket and background materials for case strategy	1.30	903.50
02/24/2014	J F PAGET	B120	Analyze lien perfection issues	1.30	520.00
02/24/2014	J W HARBOUR	B120	Analysis of potential sale issues	0.50	292.50
02/24/2014	J W HARBOUR	B120	Analysis of outstanding issues and communications with counsel and call with Lowenstein and communications with Lowenstein	1.20	702.00
02/25/2014	T P BROWN	B120	Prepare for and participate in call with debtors' representatives on lien credit bid issues	1.30	903.50
02/25/2014	J W HARBOUR	B120	Analysis of outstanding issues and communications with counsel and call with the Debtor and Debtor representatives	1.60	936.00
02/26/2014	T P BROWN	B120	Conference with Jason Harbour regarding calls from Sandton's counsel	0.10	69.50
02/26/2014	T P BROWN	B120	Correspondence with Debtors' counsel regarding hearing date	0.10	69.50

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FILE NUMBER: 81406.000002				PAGE:	5
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/26/2014	T P BROWN	B120	Consider strategy regarding liens, credit bids and sale process	1.50	1,042.50
02/26/2014	T P BROWN	B120	Review schedules and SOFA	0.90	625.50
02/27/2014	T P BROWN	B120	Meetings with Sandton and with debtors' counsel	2.00	1,390.00
02/27/2014	J W HARBOUR	B120	Analysis of sale issues and communications with counsel	0.20	117.00
02/27/2014	T P BROWN	B120	Meeting with Lynn Tavenner and Paula Beran at H&W on lien / credit bid issues	0.60	417.00
02/27/2014	T P BROWN	B120	Review Sandton loan documents	1.50	1,042.50
02/27/2014	T P BROWN	B120	Consider strategy regarding credit bid and lien investigation	1.40	973.00
02/27/2014	J F PAGET	B120	Analyze first day motions and schedules and SOFA	1.30	520.00
02/27/2014	J F PAGET	B120	Analyze applicable UCC provisions and case law concerning lien perfection	3.40	1,360.00
02/27/2014	J W HARBOUR	B120	Analysis of outstanding issues including sale related issues and conferences with counsel and counsel to the Debtor	1.20	702.00
02/28/2014	T P BROWN	B120	Emails with debtors' counsel regarding credit bidding and valuation issues	0.30	208.50
02/28/2014	J F PAGET	B120	Conference with Ms. Beran regarding lien perfection issues	0.10	40.00
03/03/2014	T P BROWN	B120	Correspondence from and to Lynn Tavenner regarding credit bid issues	0.20	139.00
03/03/2014	T P BROWN	B120	Review Sandton's argument regarding lien perfection	0.50	347.50
03/03/2014	J W HARBOUR	B120	Analysis of outstanding issues and communications with counsel and counsel to DSP	0.10	58.50
03/04/2014	J W HARBOUR	B120	Conferences and communications with counsel, counsel to the debtor and Protiviti concerning and analysis of lien credit bidding and sale issues	2.30	1,345.50
03/04/2014	J W HARBOUR	B120	Analysis of legal analysis from counsel to DSP and related issues	1.60	936.00
03/04/2014	J F PAGET	B120	Analyze letter received from counsel to Sandton regarding lien perfection	1.90	760.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/04/2014	T P BROWN	B120	Telephone call with Richard Bernstein regarding analysis of liens and sale process	0.80	556.00
03/04/2014	T P BROWN	B120	Review Sandton lien memo	0.80	556.00
03/04/2014	T P BROWN	B120	Review draft proposal from debtors on credit bid issues and consider response	0.90	625.50
03/04/2014	T P BROWN	B120	Prepare for and participate in meeting with debtors' representatives	2.00	1,390.00
03/04/2014	J W HARBOUR	B120	Analysis of lien issues and communications with counsel about the same	0.30	175.50
03/04/2014	J W HARBOUR	B120	Analysis of outstanding, credit bidding issues and calls with Lowenstein and communications with counsel	1.20	702.00
03/05/2014	T P BROWN	B120	Review Sandton's statement on bid procedures	0.10	69.50
03/05/2014	T P BROWN	B120	Work on credit bid issues	0.40	278.00
03/05/2014	T P BROWN	B120	Conference with Jason Harbour regarding Sandton call	0.20	139.00
03/05/2014	J W HARBOUR	B120	Analysis of lien and sale issues and communications with counsel about the same	0.20	117.00
03/05/2014	J W HARBOUR	B120	Analysis of pleading filed by DSP	0.10	58.50
03/05/2014	J F PAGET	B120	Analyze issues concerning lien perfection in tower assets	2.20	880.00
03/05/2014	J F PAGET	B120	Analyze issues including authority cited in letter from counsel to Sandton regarding lien perfection	3.50	1,400.00
03/06/2014	J W HARBOUR	B120	Analysis of bid procedures and other issues and communications with counsel	0.80	468.00
03/06/2014	J W HARBOUR	B120	Analysis of sale procedures issues and hearing issues and communications with counsel	0.40	234.00
03/06/2014	J W HARBOUR	B120	Analysis of bidding procedures and related order and communications with counsel to the Debtor	0.60	351.00
03/06/2014	T P BROWN	B120	Conference with Jason Harbour regarding report on call with Sandton and consider strategy regarding credit bid	0.20	139.00

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03/06/2014	T P BROWN	B120	Lien investigation	2.00	1,390.00
03/06/2014	T P BROWN	B120	Correspondence with debtors' counsel and lender regarding form of order	0.20	139.00
03/06/2014	J F PAGET	B120	Review correspondence from Ms. Hester regarding security agreements and UCC filings	0.50	200.00
03/06/2014	J F PAGET	B120	Conference with Ms. Hester regarding lien perfection issues	0.30	120.00
03/06/2014	J F PAGET	B120	Analyze loan and security agreement in connection with lien perfection review	2.50	1,000.00
03/07/2014	T P BROWN	B120	Review correspondence regarding lien analysis and proposed settlement terms	0.40	278.00
03/07/2014	T P BROWN	B120	Lien investigation and consider related strategy	2.20	1,529.00
03/07/2014	J F PAGET	B120	Analyze loan documents, security agreements and UCC filings in connection with lien perfection review	7.90	3,160.00
03/07/2014	J F PAGET	B120	Analyze transcript of first day hearings in connection with lien perfection review	1.00	400.00
03/10/2014	T P BROWN	B120	Correspondence with lenders and debtors regarding settlement negotiations	0.20	139.00
03/10/2014	T P BROWN	B120	Review adversary proceeding complaint and related summary judgment pleadings and consider strategy regarding same	1.00	695.00
03/10/2014	J F PAGET	B120	Research various issues concerning lien perfection, avoidance, and characterization of Tower Assets	4.40	1,760.00
03/10/2014	J F PAGET	B120	Analyze financing statements in connection with lien perfection review	1.70	680.00
03/11/2014	T P BROWN	B120	Call with lenders' and debtors' counsel regarding lien/credit bids	0.70	486.50
03/11/2014	T P BROWN	B120	Telephone call with debtors' counsel regarding adversary proceeding and related strategy on lien issues	0.30	208.50
03/11/2014	T P BROWN	B120	Consider results of research on tower assets and related strategy	1.10	764.50

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03/11/2014	T P BROWN	B120	Review summary judgment motion and memo in adversary proceedings and related correspondence from lender's counsel	0.80	556.00
03/11/2014	J F PAGET	B120	Research regarding perfection of lien on Tower Assets	1.20	480.00
03/11/2014	J F PAGET	B120	Analyze Sandton's motion for summary judgment and voluminous exhibits	3.20	1,280.00
03/11/2014	J F PAGET	B120	Prepare for and conference with Debtors' counsel and Mr. Brown regarding lien perfection and related issues concerning complaint for declaratory judgment and sale motions	1.50	600.00
03/12/2014	J W HARBOUR	B120	Analysis of issues concerning proposed order for expedited hearing and communications with counsel and from counsel to the debtor	0.10	58.50
03/12/2014	J F PAGET	B120	Analyze issues raised by Sandton concerning characterization of Tower Assets	0.10	40.00
03/12/2014	T P BROWN	B120	Correspondence regarding proposed order and related revisions	0.30	208.50
03/12/2014	T P BROWN	B120	Review notice and related corrected exhibits	0.20	139.00
03/12/2014	T P BROWN	B120	Conference with Jason Harbour regarding negotiations and lien/credit bid strategy	0.20	139.00
03/13/2014	J W HARBOUR	B120	Analysis of proposed order and communications with counsel to the debtor and counsel to DSP	0.10	58.50
03/13/2014	J W HARBOUR	B120	Analysis of issues regarding adversary proceeding and sale issues and communications with counsel and counsel to the debtor	0.30	175.50
03/13/2014	J F PAGET	B120	Draft opposition to pleading filed by Sandton	5.80	2,320.00
03/13/2014	T P BROWN	B120	Correspondence from and to Jason Teele and debtors regarding settlement discussions	0.20	139.00
03/13/2014	T P BROWN	B120	Work on proposed order on credit bid/lien hearing issues	0.30	208.50

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03/14/2014	J F PAGET	B120	Draft opposition to pleading filed by Sandton	4.20	1,680.00
03/14/2014	J W HARBOUR	B120	Analysis of proposed order and communications with counsel to DSP	0.10	58.50
03/14/2014	T P BROWN	B120	Review proposed settlement term sheet and related correspondence with debtors and Sandton	0.80	556.00
03/14/2014	T P BROWN	B120	Internal emails regarding term sheet and consider related strategy	0.50	347.50
03/16/2014	J F PAGET	B120	Analyze relevant case law concerning DSP's pleading	2.40	960.00
03/16/2014	J F PAGET	B120	Draft of brief in opposition to DSP's pleading	2.50	1,000.00
03/17/2014	J F PAGET	B120	Prepare for and conference with Ms. Tavenner and Ms. Beran regarding lien perfection issues	0.60	240.00
03/17/2014	T P BROWN	B120	Telephone call with Paula Beran and Lynn Tavenner regarding lien and credit bid issues	0.70	486.50
03/17/2014	T P BROWN	B120	Conference with Justin Paget regarding lien research	0.40	278.00
03/17/2014	T P BROWN	B120	Work on lien and credit bid issues and memo	2.20	1,529.00
03/17/2014	J F PAGET	B120	Analyze case law cited in DSP's pleading regarding "intangibles"	2.50	1,000.00
03/17/2014	T P BROWN	B120	Correspondence to and from debtors' counsel regarding DOT's from lender's counsel and review same	0.50	347.50
03/17/2014	S E DAILY	B120	Analysis and research relating to lien issues	2.00	730.00
03/17/2014	S E DAILY	B120	Correspondence with counsel regarding lien issues	0.30	109.50
03/17/2014	J F PAGET	B120	Draft Committee brief	1.20	480.00
03/17/2014	J F PAGET	B120	Analyze correspondence from Debtors' counsel regarding pre-petition communications with DSP	0.50	200.00
03/17/2014	J F PAGET	B120	Draft Committee brief in opposition	3.70	1,480.00
03/18/2014	J F PAGET	B120	Conference with counsel concerning analysis of DSP's alleged liens	0.90	360.00
03/18/2014	J F PAGET	B120	Prepare Committee opposition brief	1.50	600.00
03/18/2014	J F PAGET	B120	Work on draft of Committee brief	3.90	1,560.00

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03/18/2014	T P BROWN	B120	Work on lien investigation and credit bid issues	1.80	1,251.00
03/18/2014	T P BROWN	B120	Work on memo in support of debtors' motion on sale/credit bid and lien issues	2.20	1,529.00
03/18/2014	T P BROWN	B120	Correspondence with debtors' counsel regarding facts for memo	0.20	139.00
03/19/2014	J W HARBOUR	B120	Analysis of issues and documents and cases concerning Committee memorandum and preparing Committee memorandum	2.00	1,170.00
03/19/2014	J W HARBOUR	B120	Preparing Committee memorandum and communications with counsel about the same and analysis of related issues and materials	4.60	2,691.00
03/19/2014	J C CHENAULT	B120	Conference with Messrs. Brown and Paget regarding lien issues including real estate and related issues	0.30	150.00
03/19/2014	J F PAGET	B120	Analyze DSP's lien issues	1.00	400.00
03/19/2014	M A LAMBERT	B120	Prepare Committee brief and related exhibits and communications with counsel regarding same	1.50	307.50
03/19/2014	T P BROWN	B120	Work on committee response regarding credit bid issues	1.40	973.00
03/19/2014	T P BROWN	B120	Correspondence with Sandston's counsel and PBGC regarding discussions on claim settlement	0.20	139.00
03/19/2014	T P BROWN	B120	Telephone calls with debtors' counsel regarding credit bid and lien issues	0.40	278.00
03/19/2014	T P BROWN	B120	Work on strategy for hearing and related exhibits	1.20	834.00
03/19/2014	T P BROWN	B120	Conference with J.C. Chenault regarding lien issues	0.40	278.00
03/19/2014	J F PAGET	B120	Prepare Committee pleadings for filing and service	0.90	360.00
03/19/2014	J F PAGET	B120	Draft opposition for filing in DSP adversary proceeding	1.10	440.00
03/19/2014	J F PAGET	B120	Analysis of and prepare exhibits to Committee brief	0.80	320.00
03/19/2014	J F PAGET	B120	Work on draft of Committee brief	3.10	1,240.00
03/20/2014	J F PAGET	B120	Prepare exhibits and arguments for hearing on credit bid and liens and DSP's motion for summary judgment	0.50	200.00

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03/20/2014	J F PAGET	B120	Analyze Debtors' pleadings in support of sale motions and in opposition to DSP's motion for summary judgment	0.80	320.00
03/20/2014	J W HARBOUR	B120	Analysis of issues concerning credit bidding, including about the upcoming hearing, and communications with counsel about the same	0.50	292.50
03/20/2014	J W HARBOUR	B120	Analysis of issues concerning upcoming hearing and credit bidding and communications with counsel to the debtors	0.30	175.50
03/20/2014	J W HARBOUR	B120	Analysis of issues concerning credit bidding including pleadings filed by Debtors	0.70	409.50
03/20/2014	J W HARBOUR	B120	Analysis of credit bidding and related issues and communications with counsel	0.50	292.50
03/20/2014	T P BROWN	B120	Telephone call with Paula Beran regarding agenda and hearing strategy	0.50	347.50
03/20/2014	T P BROWN	B120	Review debtors' filings for 3/24 hearing and prepare for hearing	2.00	1,390.00
03/20/2014	T P BROWN	B120	Analysis of and work on exhibits for hearing	0.80	556.00
03/20/2014	T P BROWN	B120	Correspondence with debtors' counsel regarding hearing and related strategy	0.20	139.00
03/21/2014	J W HARBOUR	B120	Analysis of credit bidding ssues and materials concerning upcoming hearing	1.50	877.50
03/21/2014	J W HARBOUR	B120	Analysis of evidentiary issues and communications with counsel about the same	0.20	117.00
03/21/2014	T P BROWN	B120	Prepare for hearings on 3/24/14	2.60	1,807.00
03/21/2014	T P BROWN	B120	Review correspondence from lender's counsel and related correspondence with debtors' counsel regarding negotiations	0.50	347.50
03/21/2014	T P BROWN	B120	Review Rule 408 analysis for alleged confidential documents	0.20	139.00
03/21/2014	S E DAILY	B120	Analysis of issues for upcoming hearing and prepare memo to counsel regarding the same	2.40	876.00

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03/21/2014	J F PAGET	B120	Prepare for hearing including preparing exhibits for hearing	0.40	160.00
03/21/2014	J F PAGET	B120	Analyze Sandton's reply to Committee and Debtors briefs	0.60	240.00
03/22/2014	J W HARBOUR	B120	Analysis of pleadings filed by DSP and communications with counsel and counsel to the debtor	1.00	585.00
03/22/2014	J F PAGET	B120	Correspond with Debtors' counsel regarding Tower Assets and analyze correspondence and documents regarding the same	0.80	320.00
03/22/2014	T P BROWN	B120	Review omnibus reply brief and related exhibits	1.80	1,251.00
03/22/2014	T P BROWN	B120	Emails with debtors' counsel and Justin Paget and Jason Harbour regarding hearing strategy	0.20	139.00
03/22/2014	T P BROWN	B120	Prepare for hearing on 3/24/14	1.70	1,181.50
03/23/2014	J W HARBOUR	B120	Analysis of issues concerning credit bidding hearing and communications with counsel and counsel to the debtors	0.40	234.00
03/23/2014	T P BROWN	B120	Prepare for hearing and review additional research results and emails regarding lien issues	0.80	556.00
03/23/2014	J F PAGET	B120	Prepare for hearing on sale motions and summary judgment	1.00	400.00
03/23/2014	J F PAGET	B120	Correspondence with counsel to Debtors regarding Tower Assets	0.50	200.00
03/24/2014	J F PAGET	B120	Prepare for and attend hearing on sale motions and summary judgment	9.40	3,760.00
03/24/2014	J F PAGET	B120	Conference with counsel and prepare for legal argument portion of hearing	1.00	400.00
03/24/2014	T P BROWN	B120	Prepare for hearing on liens and credit bid issues	1.70	1,181.50
03/24/2014	T P BROWN	B120	Attend hearing on liens and credit bid issues	7.80	5,421.00
03/24/2014	T P BROWN	B120	Prepare for closing argument and related research	1.40	973.00
03/24/2014	M A LAMBERT	B120	Analyze docket and recent pleadings prepare materials regarding upcoming hearing and related communications with counsel regarding same	1.50	307.50

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03/25/2014	T P BROWN	B120	Review correspondence with lender and debtors' counsel regarding credit bid issues	0.10	69.50
03/25/2014	J W HARBOUR	B120	Analysis of motion to reconsider filed by DSP	0.10	58.50
03/25/2014	J W HARBOUR	B120	Analysis of credit bid issues and communications with counsel	0.20	117.00
03/25/2014	J F PAGET	B120	Prepare for and attend legal argument hearing on sale motions and summary judgment	8.30	3,320.00
03/25/2014	T P BROWN	B120	Prepare for hearing	1.10	764.50
03/25/2014	T P BROWN	B120	Participate in hearing on liens and credit bid issues	6.80	4,726.00
03/25/2014	T P BROWN	B120	Consider strategy for 3/31 hearing	0.50	347.50
03/26/2014	J W HARBOUR	B120	Analysis of credit bid and other issues and communications with counsel	0.40	234.00
03/26/2014	T P BROWN	B120	Work on opposition to motion to reconsider	0.80	556.00
03/26/2014	T P BROWN	B120	Consider strategy for hearing on credit bid remedy	0.70	486.50
03/26/2014	T P BROWN	B120	Correspondence and related discovery request from DSP and consider response	0.20	139.00
03/27/2014	J F PAGET	B120	Analyze DSP's motion to reconsider ruling on exclusion of evidence	0.50	200.00
03/27/2014	T P BROWN	B120	Prepare for and attend meeting with Protiviti and Debtors' counsel regarding credit bid issues	2.40	1,668.00
03/27/2014	T P BROWN	B120	Work on opposition to motion for reconsideration and consider strategy for 3/31 hearing on credit bid issues	1.20	834.00
03/27/2014	T P BROWN	B120	Correspondence to lenders' counsel	0.10	69.50
03/27/2014	J W HARBOUR	B120	Analysis of outstanding issues including credit bid issues and communications with counsel	0.20	117.00
03/27/2014	J W HARBOUR	B120	Analysis of discovery-related communication and related issues and communications with counsel about the same	0.20	117.00
03/28/2014	J F PAGET	B120	Draft response of Committee to DSP's motion to reconsider	3.90	1,560.00

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03/28/2014	T P BROWN	B120	Correspondence from and to Sandton's counsel and review correspondence from debtor's counsel regarding hearing on March 31 and related disclosure	0.30	208.50
03/28/2014	T P BROWN	B120	Review proposed opposition to motion to reconsider and related conferences with Justin Paget to provide comments	0.80	556.00
03/28/2014	T P BROWN	B120	Prepare for continued hearing on credit bidding	1.10	764.50
03/28/2014	J W HARBOUR	B120	Analysis of outstanding credit bid and other issues and communications with counsel	0.90	526.50
03/28/2014	J W HARBOUR	B120	Analysis of response to motion to reconsider and communications with counsel about the same and analysis of response filed by Debtors	0.80	468.00
03/28/2014	J F PAGET	B120	Prepare for and conference with Debtors' counsel regarding the same	0.40	160.00
03/28/2014	J F PAGET	B120	Analyze requests for information issued by DSP	0.80	320.00
03/30/2014	T P BROWN	B120	Review debtor's opposition to motion to reconsider	0.40	278.00
03/30/2014	T P BROWN	B120	Prepare for hearing on March 31	0.30	208.50
03/31/2014	J F PAGET	B120	Analyze Protiviti presentation materials and strategy for hearing on limiting credit bidding	0.50	200.00
03/31/2014	T P BROWN	B120	Telephone call with Paula Beran regarding credit bid hearing and strategy for same	0.20	139.00
03/31/2014	T P BROWN	B120	Prepare for hearing on credit bids and on reconsideration motion	0.80	556.00
03/31/2014	T P BROWN	B120	Attend hearing on credit bid issues	3.30	2,293.50
03/31/2014	T P BROWN	B120	Emails with counsel regarding hearing results and related negotiations	0.20	139.00
03/31/2014	J W HARBOUR	B120	Analysis of credit bid and related issues and communications with counsel	0.20	117.00
TOTAL B120				228.60	
02/21/2014	T P BROWN	B130	Consider sale strategy	1.20	834.00
02/24/2014	T P BROWN	B130	Review proposed APA of Sandton Capital	0.60	417.00

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02/24/2014	T P BROWN	B130	Telephone call with representative of potential purchaser regarding sale process	0.30	208.50
02/24/2014	T P BROWN	B130	Correspondence to representative of potential purchaser regarding contact for data room access	0.30	208.50
02/25/2014	T P BROWN	B130	Review draft APA of lender	1.50	1,042.50
02/25/2014	J W HARBOUR	B130	Analysis of issues concerning proposed APA and communications with counsel and counsel to the debtor	0.10	58.50
02/26/2014	T P BROWN	B130	Review redline on sale agreement versions	1.10	764.50
02/26/2014	J W HARBOUR	B130	Analysis of APA issues and communications with counsel	0.20	117.00
02/26/2014	J W HARBOUR	B130	Analysis of sale issues and communications with counsel	0.10	58.50
02/27/2014	T P BROWN	B130	Emails with Debtors' counsel and Sandton regarding sale procedures/hearing and data room	0.20	139.00
02/28/2014	T P BROWN	B130	Consider strategy regarding credit bid issues and sale procedures	0.50	347.50
03/03/2014	T P BROWN	B130	Review Tower lease proposal	0.40	278.00
03/03/2014	T P BROWN	B130	Review and consider response to proposed bid procedures	1.20	834.00
03/03/2014	T P BROWN	B130	Correspondence with Sandton's counsel regarding call on procedures and regarding credit bid and liens	0.20	139.00
03/04/2014	T P BROWN	B130	Correspondence regarding sale procedures hearing and order with debtors' counsel	0.20	139.00
03/05/2014	T P BROWN	B130	Work on sale procedures order	0.20	139.00
03/05/2014	T P BROWN	B130	Correspondence from and to debtors' counsel and Sandton regarding sale procedures order	0.20	139.00
03/05/2014	J W HARBOUR	B130	Analysis of sale procedures order issues and communications with Lowenstein and counsel to the Debtor about the same	0.20	117.00
03/05/2014	J W HARBOUR	B130	Analysis of bid procedures order issues and communications with counsel to the Debtors and Lowenstein	0.70	409.50

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03/06/2014	T P BROWN	B130	Review revised order on sale procedures and prepare for hearing	0.60	417.00
03/06/2014	T P BROWN	B130	Attend hearing on sale procedures and related meetings with counsel	1.00	695.00
03/07/2014	J W HARBOUR	B130	Analysis of sale issues and communications with counsel and counsel to the Debtor and DSP	0.30	175.50
03/07/2014	T P BROWN	B130	Correspondence with debtors and Sandton regarding orders on sale procedure motions and related changes	0.20	139.00
03/10/2014	J W HARBOUR	B130	Analysis of issues concerning proposed sale and communications from counsel to the Debtor and DSP	0.30	175.50
03/12/2014	J W HARBOUR	B130	Analysis of sale and related issues and communications with counsel	0.40	234.00
03/13/2014	J W HARBOUR	B130	Communications with counsel and counsel to DSP and analysis of sale issues	0.10	58.50
03/14/2014	J W HARBOUR	B130	Analysis of outstanding issues, including sale issues, and communications with counsel and counsel to the Debtors	0.80	468.00
03/18/2014	J W HARBOUR	B130	Analysis of response concerning sale motions and DSP pleading and preparing response and communications with counsel about the same	3.50	2,047.50
TOTAL B130				16.60	
02/20/2014	T P BROWN	B150	Telephone call with PBGC	0.50	347.50
02/20/2014	T P BROWN	B150	Correspondence with prospective FA candidates	0.40	278.00
02/20/2014	T P BROWN	B150	Review docket and work on committee issues list	0.90	625.50
02/20/2014	J W HARBOUR	B150	Analysis of issues concerning case and communications with committee member and counsel	1.20	702.00
02/21/2014	J W HARBOUR	B150	Communications with Committee members	0.30	175.50
02/24/2014	T P BROWN	B150	Prepare proposed agenda for committee meeting	0.30	208.50
02/24/2014	T P BROWN	B150	Prepare for committee call and participate in call with committee	1.30	903.50
02/24/2014	T P BROWN	B150	Work on confidentiality agreement	0.70	486.50

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02/24/2014	M A LAMBERT	B150	Communications with counsel and IT regarding committee communications motion and committee website	1.50	307.50
02/24/2014	J W HARBOUR	B150	Analysis of outstanding issues and communications with counsel about the same and call with Committee	1.20	702.00
02/24/2014	J W HARBOUR	B150	Preparing for committee call and communications with counsel	0.20	117.00
02/24/2014	J W HARBOUR	B150	Communications with Committee members	0.30	175.50
02/25/2014	T P BROWN	B150	Work on confidentiality agreement and related emails with committee members	1.00	695.00
02/25/2014	M A LAMBERT	B150	Communications with counsel and IT regarding committee communications motion and committee website	1.50	307.50
02/26/2014	T P BROWN	B150	Correspondence to committee regarding update and regarding settlement discussions	1.00	695.00
02/26/2014	M A LAMBERT	B150	Communications with counsel and IT regarding committee communications motion and committee website	1.10	225.50
02/26/2014	J W HARBOUR	B150	Analysis of outstanding issues and communications with counsel and Committee	0.30	175.50
02/27/2014	M A LAMBERT	B150	Communications with counsel and IT regarding committee communications motion and committee website	0.50	102.50
02/28/2014	M A LAMBERT	B150	Communications with counsel and IT regarding committee communications motion and committee website	0.60	123.00
03/03/2014	T P BROWN	B150	Emails with committee members regarding C.A. and bylaws	0.30	208.50
03/05/2014	T P BROWN	B150	Review emails from committee member regarding bylaws and confidentiality agreement	0.10	69.50
03/06/2014	T P BROWN	B150	Correspondence to committee regarding results of hearing	0.20	139.00

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03/11/2014	T P BROWN	B150	Correspondence with committee members regarding retention application	0.10	69.50
03/13/2014	T P BROWN	B150	Review correspondence to committee regarding access motion and retention application	0.20	139.00
03/13/2014	J W HARBOUR	B150	Preparing committee information motion	0.20	117.00
03/13/2014	J W HARBOUR	B150	Analysis of outstanding issues including regarding committee information motion and retention application hearing and communications with counsel and to Committee	0.60	351.00
03/14/2014	J W HARBOUR	B150	Analysis of confidentiality agreement issues and communications with committee members about the same and other issues	0.20	117.00
03/14/2014	J W HARBOUR	B150	Analysis of outstanding issues and communications with the Committee	0.20	117.00
03/14/2014	T P BROWN	B150	Correspondence from and to committee members	0.20	139.00
03/17/2014	J W HARBOUR	B150	Communications with Committee and analysis of outstanding issues	0.20	117.00
03/17/2014	T P BROWN	B150	Prepare minutes and agenda for committee meeting	0.20	139.00
03/17/2014	J W HARBOUR	B150	Preparing committee meeting agenda and communications with counsel	0.20	117.00
03/17/2014	J W HARBOUR	B150	Preparing committee meeting minutes and communications with counsel	0.60	351.00
03/17/2014	J W HARBOUR	B150	Analysis of outstanding issues and preparing for committee call and communication with the Committee and communications with counsel	0.80	468.00
03/17/2014	J W HARBOUR	B150	Call with counsel and Committee regarding outstanding issues	0.40	234.00
03/17/2014	T P BROWN	B150	Correspondence with committee regarding confidentiality agreement	0.10	69.50
03/17/2014	T P BROWN	B150	Prepare for and participate in committee call	0.80	556.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/18/2014	J W HARBOUR	B150	Analysis of issues concerning confidentiality agreement with the debtors and communications with committee members and counsel to the debtors about the same	0.30	175.50
03/18/2014	J W HARBOUR	B150	Communications with counsel and Committee members concerning outstanding issues	0.30	175.50
03/18/2014	T P BROWN	B150	Correspondence with PBGC regarding call	0.10	69.50
03/19/2014	J W HARBOUR	B150	Analysis of potential sale and related issues and communications with counsel and Committee member	0.80	468.00
03/19/2014	J W HARBOUR	B150	Analysis of issues concerning potential sale and communications with Committee member	0.30	175.50
03/19/2014	T P BROWN	B150	Telephone call with PBGC and prepare for same	0.80	556.00
03/19/2014	T P BROWN	B150	Correspondence to committee regarding cash flow	0.10	69.50
03/20/2014	J F PAGET	B150	Correspond with committee members regarding opposition brief and Debtors' pleadings	0.10	40.00
03/24/2014	T P BROWN	B150	Correspondence to and from committee regarding hearing on 3/24/14	0.40	278.00
03/25/2014	T P BROWN	B150	Correspondence to committee regarding closing argument and hearing results	0.40	278.00
03/27/2014	T P BROWN	B150	Correspondence with committee and review minutes, draft agenda and plan for meeting	1.10	764.50
03/27/2014	J W HARBOUR	B150	Analysis of outstanding issues and communications with Committee and counsel	0.20	117.00
03/28/2014	T P BROWN	B150	Prepare for and participate in committee call and review variance report for same	0.90	625.50
03/28/2014	J W HARBOUR	B150	Preparing for Committee call and communications with Committee	0.30	175.50
03/28/2014	J W HARBOUR	B150	Analysis of outstanding issues and call with counsel and Committee	0.60	351.00
03/31/2014	T P BROWN	B150	Correspondence to committee regarding results of hearing	0.20	139.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			TOTAL B150	27.30	
02/25/2014	S E DAILY	B160	Conference with counsel regarding retention application and analysis of related issues	0.10	36.50
02/26/2014	S E DAILY	B160	Prepare Committee's retention application for Hunton & Williams	0.40	146.00
02/27/2014	S E DAILY	B160	Communications regarding conflicts inquiry and related issues for Committee retention application	0.50	182.50
02/27/2014	S E DAILY	B160	Prepare Committee's retention application for Hunton & Williams	1.50	547.50
02/27/2014	J W HARBOUR	B160	Analysis of retention issues and communications with counsel	0.30	175.50
02/28/2014	T P BROWN	B160	Work on retention issues	0.40	278.00
02/28/2014	S E DAILY	B160	Prepare and revise Committee's retention application for Hunton & Williams	1.20	438.00
03/03/2014	T P BROWN	B160	Review OCB declarations and pleadings	0.10	69.50
03/04/2014	T P BROWN	B160	Work on retention application	0.30	208.50
03/04/2014	J W HARBOUR	B160	Analysis of and preparing retention application materials	0.90	526.50
03/05/2014	J W HARBOUR	B160	Communications with counsel and Protiviti concerning fee statements	0.10	58.50
03/06/2014	J W HARBOUR	B160	Analysis of retention application and related issues and communications with counsel about the same	0.30	175.50
03/06/2014	S E DAILY	B160	Prepare e-mail communication requesting disclosure of relationships with employees in EDVA Courts or the Trustee's office	0.40	146.00
03/06/2014	S E DAILY	B160	Communications with counsel regarding disclosure e-mail	0.30	109.50
03/07/2014	J W HARBOUR	B160	Analysis of retention issues and communications with counsel about the same	0.10	58.50
03/07/2014	T P BROWN	B160	Work on retention application and related correspondence with committee	0.30	208.50
03/07/2014	S E DAILY	B160	Revise retention application	1.00	365.00
03/07/2014	S E DAILY	B160	E-mail communication to counsel regarding proposed retention application	0.10	36.50

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03/12/2014	S E DAILY	B160	Communications with Mr. Lambert regarding filing of retention application	0.10	36.50
03/12/2014	J W HARBOUR	B160	Analysis of retention application issues and communications with counsel about the same	0.30	175.50
03/12/2014	M A LAMBERT	B160	Prepare and file retention application with court and coordinate service and communications with counsel regarding same	0.60	123.00
03/12/2014	S E DAILY	B160	Correspondence with the clerk's office regarding retention application hearing dates	0.20	73.00
03/12/2014	S E DAILY	B160	Correspondence with counsel regarding potential hearing dates	0.20	73.00
03/12/2014	S E DAILY	B160	Analyze and review local rules regarding notice required for hearing	0.20	73.00
03/12/2014	S E DAILY	B160	Prepare notice of retention application	0.20	73.00
03/13/2014	T P BROWN	B160	Emails regarding hearing on retention application	0.10	69.50
			TOTAL B160	10.20	
02/27/2014	T P BROWN	B195	Travel to Court	0.30	104.25
03/06/2014	T P BROWN	B195	Travel to Bankruptcy Court and return travel	0.40	139.00
03/31/2014	T P BROWN	B195	Travel to Court	0.30	104.25
			TOTAL B195	1.00	
02/26/2014	J F PAGET	B210	Analyze motions and orders approving first day motions concerning continuation of customer practices, use of bank accounts and other ongoing payment obligations and cash management	1.10	440.00
			TOTAL B210	1.10	
02/21/2014	T P BROWN	B230	Correspondence with counsel to Sandton and Debtors regarding cash collateral issues and related calls	1.50	1,042.50
02/21/2014	J W HARBOUR	B230	Communications with counsel to the lender and with counsel	0.20	117.00
02/21/2014	J W HARBOUR	B230	Analysis of outstanding issues, including cash collateral issues, and communications with counsel about the same	0.50	292.50

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02/21/2014	J W HARBOUR	B230	Analysis of cash collateral issues	0.10	58.50
02/25/2014	T P BROWN	B230	Work on cash collateral order and related correspondence with debtors, lender and committee members	1.50	1,042.50
02/25/2014	T P BROWN	B230	Review deposit issues	0.20	139.00
02/25/2014	J W HARBOUR	B230	Analysis of cash collateral issues and proposed order and communications with counsel about the same and communication from Lowenstein	0.60	351.00
02/26/2014	T P BROWN	B230	Emails regarding proposed order on cash collateral	0.20	139.00
02/26/2014	T P BROWN	B230	Review cash collateral budget and emails regarding updated version	0.30	208.50
02/27/2014	T P BROWN	B230	Prepare for hearing	0.50	347.50
02/27/2014	T P BROWN	B230	Participate in hearing	0.50	347.50
03/19/2014	T P BROWN	B230	Review cash variance report	0.10	69.50
TOTAL B230				6.20	
03/20/2014	J W HARBOUR	B310	Analysis of issues regarding PBGC claim and communications from PBGC and counsel to DSP	0.10	58.50
03/20/2014	T P BROWN	B310	Review correspondence from and to PBGC regarding claim negotiations	0.20	139.00
03/21/2014	J W HARBOUR	B310	Analysis of certain claims and related materials	0.30	175.50
TOTAL B310				0.60	
TOTAL HOURS				312.10	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
T P BROWN	Partner	117.30	695.00	81,523.50
T P BROWN	Partner	1.00	347.50	347.50
J C CHENAULT	Partner	0.30	500.00	150.00
J W HARBOUR	Partner	52.90	585.00	30,946.50
S E DAILY	Associate	14.30	365.00	5,219.50
J F PAGET	Associate	112.30	400.00	44,920.00
M A LAMBERT	Paralegal	14.00	205.00	2,870.00
TOTAL FEES (\$)				165,977.00

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TIME SUMMARY BY TASK CODE:

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	20.50	8,283.00
B120	Asset Analysis and Recovery	228.60	121,786.50
B130	Asset Disposition	16.60	10,800.00
B150	Meetings of and Communications with Creditors	27.30	15,329.00
B160	Fee / Employment Applications	10.20	4,463.00
B195	Non-Working Travel	1.00	347.50
B210	Business Operations	1.10	440.00
B230	Financing / Cash Collections	6.20	4,155.00
B310	Claims Administration and Objections	0.60	373.00
		312.10	165,977.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	AMOUNT
E101	Copying	247.40
E106	Online Research	3,401.75
E109	Local Travel - Parking	33.00
	TOTAL CURRENT EXPENSES (\$)	3,682.15

INVOICE SUMMARY:

Current Fees:	\$ 165,977.00
Current Charges:	3,682.15
CURRENT INVOICE AMOUNT DUE:	\$ 169,659.15